

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

TRISTAR INVESTORS, INC.,

Plaintiff,

V.

AMERICAN TOWER CORPORATION, AMERICAN TOWERS LLC, AMERICAN TOWERS INC., AMERICAN TOWER GUARANTOR SUB, LLC, AMERICAN TOWER HOLDING SUB, LLC, AMERICAN TOWER ASSET SUB, LLC, AMERICAN TOWER ASSET SUB II, LLC, AMERICAN TOWER MANAGEMENT, LLC, AMERICAN TOWER L.P., SPECTRASITE COMMUNICATIONS, LLC, and AMERICAN TOWER, LLC,

Defendants.

**AMERICAN TOWER, LLC, SPECTRASITE
COMMUNICATIONS, LLC, and
AMERICAN TOWERS, LLC,**

Counter-Plaintiffs,

v.

**TRISTAR INVESTORS, INC., DAVID IVY,
ED WALLANDER, ROBERT GILES, DALE
GILARDI, JERRY VOGL, JOHN
LEMMON, MICHAEL MACKEY, and
MATT NEWTON,**

Counter-Defendants.

THE AMERICAN TOWER ENTITIES' LIST OF WITNESSES

American Tower Corporation, American Towers LLC, American Tower, LLC, American Towers, Inc., American Tower Guarantor Sub, LLC, American Tower Holding Sub, LLC, American Tower Asset Sub, LLC, American Tower Asset Sub II, LLC, American Tower Management, LLC, American Tower, L.P., and SpectraSite Communications, LLC (collectively, “ATC” or “Defendants”) submits the following list of trial witnesses pursuant to this court’s March 13, 2014 Second Amended Scheduling Order (ECF No. 319) and the June 13, 2014 Order Granting Joint Motion to Change Scheduling Order Deadlines (ECF No. 332). ATC reserves the right to supplement or amend this list, and to call as trial witnesses records custodians, to the extent necessary, following the resolution of objections to proposed trial exhibits. ATC also reserves the right to cross-examine witnesses called by Plaintiff.

	Name	Type	Expected Testimony	Deposed	Possible/ Probable
1.	Armour, John		See The American Tower Entities’ Designations of Video Depositions.	Yes	Probable
2.	Besen, Stanley	Expert	ATC expects that Dr. Besen will testify in a manner consistent with his expert reports, deposition testimony and the Court’s ruling of June 13, 2014 (ECF No. 333).	Yes	Probable
3.	Bluemle, Christopher		See The American Tower Entities’ Designations of Video Depositions.	Yes	Probable
4.	Cole, Michael		ATC expects that Mr. Cole would testify regarding the creation of ATC’s summary exhibits.	No	Possible
5.	Cogley, Mark		See The American Tower Entities’ Designations of Video Depositions.	Yes	Probable
6.	Cook, Michael		See The American Tower Entities’ Designations of Video Depositions.	Yes	Possible
7.	Cowan, Connie		See The American Tower Entities’ Designations of Video Depositions.	Yes	Possible
8.	Davis, Spencer		See The American Tower Entities’ Designations of Video Depositions.	Yes	Probable
9.	Dykes, Ronald		See The American Tower Entities’ Designations of Video Depositions.	Yes	Probable
10.	Fleming, James		See The American Tower Entities’ Designations of Video Depositions.	Yes	Probable

11.	Francis, W. Bebb	Expert	ATC expects that Mr. Francis would testify in a manner consistent with his expert report and deposition testimony.	Yes	Possible
12.	Ganzi, Marc		ATC expects that Mr. Ganzi would testify about his experience in the cell tower industry, including with Global Tower Partners (“GTP”), including, but not limited to, GTP’s business, and his interactions with TriStar representatives and representatives from tower operators ATC, Crown, and SBA.	No	Possible
13.	Gilardi, Dale		ATC expects that Mr. Gilardi will testify regarding TriStar, including, but not limited to, TriStar’s business, his work at the company and the activities in which he and other TriStar employees and officers engaged or directed in furtherance of their efforts to obtain property interests under cell towers and transactions involving said property interests and the company. ATC also expects that Mr. Gilardi will testify regarding his communications disclosed and documents produced in discovery and the subjects addressed at his deposition. See also The American Tower Entities’ Designations of Video Depositions.	Yes	Probable
14.	Giles, Robert		ATC expects that Mr. Giles will testify about his experience in the cell tower industry including with TriStar, and about TriStar, including, but not limited to, TriStar’s business, his work at the company and the activities in which he and other TriStar employees and officers engaged or directed in furtherance of their efforts to obtain property interests under cell towers and transactions involving said property interests and the company. ATC also expects that Mr. Giles will testify regarding his communications disclosed and documents produced in discovery and the subjects addressed at his deposition. See also The American	Yes	Probable

			Tower Entities' Designations of Video Depositions.		
15.	Hollerman, Jon		See The American Tower Entities' Designations of Video Depositions.	Yes	Probable
16.	Hull, David		See The American Tower Entities' Designations of Video Depositions.	Yes	Probable
17.	Huggins, Brenda		ATC expects that Ms. Huggins would testify regarding ATC's development of a tower site on her property after TriStar obtained a property interest at a nearby ATC site.	No	Possible
18.	Ivy, David		ATC expects that Mr. Ivy will testify about his experience in the cell tower industry, including with TriStar, and about TriStar, including, but not limited to, TriStar's formation, his work at the company and the activities in which he and other TriStar employees and officers engaged or directed in furtherance of their efforts to obtain property interests under cell towers and transactions involving said property interests and the company. ATC also expects that Mr. Ivy will testify regarding his communications disclosed and documents produced in discovery and the subjects addressed at his deposition. See also The American Tower Entities' Designations of Video Depositions.	Yes	Probable
19.	Katz, Carolyn		See The American Tower Entities' Designations of Video Depositions.	Yes	Probable
20.	Kearns, Mark		See The American Tower Entities' Designations of Video Depositions.	Yes	Probable
21.	Kelley, Phil		ATC expects that Mr. Kelley will testify regarding his role as an observer on TriStar's board of directors and information learned through that role, his interactions with TriStar representatives, Crown's efforts to compete with TriStar, Crown's dealings and communications with TriStar, including, but not limited to, the standstill agreement with TriStar, Crown's motivation for entering into the standstill with and investing in	Yes	Probable

			TriStar, Crown's understanding of TriStar and its business plans and its efforts to sell sites, and Crown's communications with landowners. See also the American Tower Entities' Designations of Video Depositions.		
22.	Leal, Santos		See the American Tower Entities' Designations of Video Depositions	Yes	Possible
23.	Lemmon, John		ATC expects that Mr. Lemmon will testify regarding TriStar, including, but not limited to, his work at the company and the activities in which he and other TriStar employees and officers engaged or directed in furtherance of their efforts to obtain property interests under cell towers and transactions involving said property interests and the company. ATC also expects that Mr. Lemmon will testify regarding his communications disclosed and documents produced in discovery and the subjects addressed at his deposition. See also The American Tower Entities' Designations of Video Depositions.	Yes	Probable
24.	Lukaj, Richard		See The American Tower Entities' Designations of Video Depositions.	Yes	Probable
25.	Macheras, Alex		See The American Tower Entities' Designation of Video Depositions.	Yes	Possible
26.	Mackey, Michael		ATC expects that Mr. Mackey will testify regarding TriStar, including, but not limited to, TriStar's business, his work at the company and the activities in which he and other TriStar employees and officers engaged or directed in furtherance of their efforts to obtain property interests under cell towers and transactions involving said property interests and the company. ATC also expects that Mr. Mackey will testify regarding his communications disclosed and documents produced in discovery and the subjects addressed at his deposition. See also The American Tower Entities' Designations of Video Depositions.	Yes	Probable

27.	Marcum, Rodney		See The American Tower Entities' Designations of Video Depositions.	Yes	Probable
28.	Marshall, Steven		ATC expects that Mr. Marshall would testify regarding the business of ATC, including, but not limited to, his role as CEO of ATC's U.S. Tower division, ATC's development of new towers, acquisitions of tower portfolios, efforts to extend leases and obtain property interests at cell sites, its efforts to respond to and mitigate harm from TriStar's activities, his meeting at the PCIA in Dallas, Texas in October of 2011 with David Ivy, Matt Newton, and Richard Lukaj, and TriStar's efforts to compel ATC to purchase TriStar or TriStar assets. ATC also expects that Mr. Marshall would testify regarding his communications disclosed and documents produced in discovery and the subjects addressed at his deposition.	Yes	Possible
29.	Mastalski, Vicki		See The American Tower Entities' Designations of Video Depositions.	Yes	Probable
30.	Matthews, Jeffrey	Expert	ATC expects that Mr. Matthews will testify in a manner consistent with his previously expert report, deposition testimony and the Court's Minute Entry of May 30, 2014 (ECF No. 328).	Yes	Probable
31.	Moreland, Benjamin		ATC expects that Mr. Moreland will testify generally regarding Crown's business and customers, competitors, efforts to negotiate with landowners, ability to tear down or move cell towers, efforts to compete with TriStar, business strategy with respect to TriStar, dealings with TriStar, including, but not limited to, its standstill agreement with TriStar, and motivation for entering into the standstill with and investing in TriStar. In addition, ATC expects that Mr. Moreland will testify regarding TriStar's outsourcing of tower operations to Crown, Crown's understanding of TriStar and its	Yes	Probable

			business model, and TriStar's plans for a sale transaction. See also The American Tower Entities' Designations of Video Depositions.		
32.	Myers, Ben		ATC expects that Mr. Myers would testify regarding ATC, including, but not limited to, ATC's business, his work at the company, ATC's land management program, and ATC's efforts to extend leases and obtain property interests at cell tower sites. ATC also expects that Mr. Myers would testify regarding his communications disclosed and documents produced in discovery and the subjects addressed at his deposition.	Yes	Possible
33.	Newton, Matthew		ATC expects that Mr. Newton will testify about his work experience before TriStar, including, but not limited to, at Columbia Capital, and Columbia Capital's interest in TriStar, and regarding TriStar, including, but not limited to, TriStar's business, his work at the company and the activities in which he and other TriStar employees and officers engaged or directed in furtherance of their efforts to obtain property interests under cell towers and transactions involving said property interests and the company. ATC also expects that Mr. Newton will testify regarding his communications disclosed and documents produced in discovery and the subjects addressed at his deposition. See also The American Tower Entities' Designations of Video Depositions.	Yes	Probable
34.	Noel, Bud		ATC expects that Mr. Noel will testify about ATC, including, but not limited to, ATC's business, his work at the company, and ATC's efforts to relocate towers and tenants. ATC also expects that Mr. Noel will testify regarding his communications and documents produced in discovery and the subjects	Yes	Probable

			addressed at his deposition.		
35.	Paul, Justine		ATC expects that Ms. Paul will testify regarding ATC, including, but not limited to, ATC's business, her work at the company, ATC's land management program, and ATC's efforts to extend leases and obtain property interests at cell tower sites. ATC also expects that Ms. Paul will testify regarding her communications disclosed and documents produced in discovery and the subjects addressed at her deposition.	Yes	Probable
36.	Pushic, Christina		See The American Tower Entities' Designations of Video Depositions.	Yes	Probable
37.	Robinson, Terry		See The American Tower Entities' Designations of Video Depositions.	Yes	Possible
38.	Rosen, Dan		See The American Tower Entities' Designations of Video Depositions.	Yes	Possible
39.	Rotolo, Jon		See The American Tower Entities' Designations of Video Depositions.	Yes	Probable
40.	Skipper, Windle		See The American Tower Entities' Designations of Video Depositions.	Yes	Possible
41.	Smith, Robert		See the American Tower Entities' Designations of Video Depositions	Yes	Possible
42.	Smith, Rodney		ATC expects that Mr. Smith will testify regarding the business of ATC, including, but not limited to, his role as Chief Financial Officer of ATC's U.S. Tower Division, ATC's development of new towers, acquisitions of tower portfolios, efforts to extend leases and obtain property interests at cell sites, efforts to respond to and mitigate harm from TriStar's activities, his meeting at the PCIA in Dallas, Texas in October of 2011 with David Ivy, Matt Newton, and Richard Lukaj, and TriStar's efforts to compel ATC to purchase TriStar or TriStar assets. ATC also expects that Mr. Smith will testify regarding his communications disclosed and documents produced in discovery and the subjects addressed at his deposition.	Yes	Probable
43.	Stoops, Jeffrey		See The American Tower Entities'	Yes	Probable

			Designations of Video Depositions.		
44.	Sutfin, Frank		See the American Tower Entities' Designations of Video Depositions	Yes	Possible
45.	Taiclet, James		ATC expects that Mr. Taiclet will testify regarding the business of ATC, including, but not limited to, his role as the Chief Executive Officer of ATC, ATC's development of new towers, acquisitions of tower portfolios, efforts to extend leases and obtain property interests at cell sites, and communications with investors. ATC also expects that Mr. Taiclet will testify regarding his communications disclosed and documents produced in discovery and the subjects addressed at his deposition.	Yes	Probable
46.	Tostado, Rafael		See the American Tower Entities' Designations of Video Depositions	Yes	Possible
47.	Vogl, Jerry		ATC expects that Mr. Vogl will testify about his experience in the cell tower industry, and about TriStar, including, but not limited to, TriStar's business, his work at the company and the activities in which he and other TriStar employees and officers engaged or directed in furtherance of their efforts to obtain property interests under cell towers and transactions involving said property interests and the company. ATC also expects that Mr. Vogl will testify regarding his communications disclosed and documents produced in discovery and the subjects addressed at his deposition. See also The American Tower Entities' Designations of Video Depositions.	Yes	Probable
48.	Wallander, Edward		ATC expects that Mr. Wallander will testify about his experience in the cell tower industry, and about TriStar, including, but not limited to, TriStar's formation, his work at the company and the activities in which he and other TriStar employees and officers engaged or directed in furtherance of their efforts to obtain property interests	Yes	Probable

			under cell towers and transactions involving said property interests and the company. ATC also expects that Mr. Wallander will testify regarding his communications disclosed and documents produced in discovery and the subjects addressed at his deposition. See also The American Tower Entities' Designations of Video Depositions.		
49.	Webb, Paul		See The American Tower Entities' Designations of Video Depositions.	Yes	
50.	Wells, Anthony	Expert	ATC expects that Mr. Wells would testify in a manner consistent with his expert report and deposition testimony.	Yes	Possible
51.	White, Marcus		ATC expects that Mr. White would testify regarding ATC's development of a tower site on his property after TriStar obtained a property interest at a nearby ATC site.	No	Possible
52.	Wu, Jacky		ATC expects that Mr. Wu would testify regarding the business of ATC, including, but not limited to, his work at the company, the company's economics and the ATC sites at which TriStar obtained property interests, including, but not limited to, the present and projected tower cash flow at each site and the financial impact on ATC of TriStar's interference with ATC's business.	No	Possible
53.	Zaharis, George		See The American Tower Entities' Designations of Video Depositions.	Yes	Probable

Dated: June 20, 2014

Respectfully submitted,

/s/ Michael L. Nepple

Michael L. Nepple
Missouri State Bar No. 42082
THOMPSON COBURN, LLP
One US Bank Plaza
St. Louis, MO 63101
Telephone: (314) 552-6149
Facsimile: (314) 552-7000
mnepple@thompsoncoburn.com
Admitted Pro Hac Vice

Jon G. Shepherd
Texas State Bar No. 00788402
Courtney L. Gilbert
Texas State Bar No. 24066026
ALSTON & BIRD, LLP
2828 N. Harwood Street, Ste. 1800
Dallas, TX 75201
Telephone: (214) 922-3400
Facsimile: (214) 922-3899
jon.shepherd@alston.com
courtney.gilbert@alston.com

David M. Rownd
Illinois State Bar No. 6207951
THOMPSON COBURN, LLP
55 E. Monroe Street, 37th floor
Chicago, IL 60603
Telephone: (312) 580-2311
Facsimile: (312) 580-2201
drownd@thompsoncoburn.com

Edwin G. Harvey
Missouri State Bar No. 30565
THOMPSON COBURN, LLP
One US Bank Plaza
St. Louis, MO 63101
Telephone: (314) 552-6149
Facsimile: (314) 552-7000
eharvey@thompsoncoburn.com
Admitted Pro Hac Vice

Andrew P. Fishkin
New York State Bar No. 2234714
Fishkin Lucks LLP
The Legal Center
One Riverfront Plaza, Ste. 220
Newark, NJ 07102
Telephone: (973) 679-4428
Facsimile: (973) 679-4435
afishkin@fiskinlucks.com
Admitted Pro Hac Vice

COUNSEL FOR DEFENDANTS/
COUNTER-PLAINTIFFS

CERTIFICATE OF SERVICE

On June 20, 2014, I electronically submitted the foregoing document with the Clerk of Court for the U.S. District Court, Northern District of Texas, using the electronic case filing system of the court. I hereby certify that I have served all counsel and/or pro se parties of record electronically or by another manner authorized by Federal Rule of Civil Procedure 5(b)(2).

/s/ Michael L. Nepple

Michael L. Nepple